

UAL CORP /DE/
Form S-8
May 16, 2008

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As filed with the Securities and Exchange Commission on May 16, 2008

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-2675207
(I.R.S. Employer
Identification No.)

77 W. Wacker Drive
Chicago, Illinois
(Address of Principal Executive Offices)

60601
(Zip Code)

United Airlines Pilot Directed Account Plan
United Airlines Management and Administrative 401(k) Plan
United Airlines Ground Employee 401(k) Plan
United Airlines Flight Attendant 401(k) Plan

(Full Title of the Plan)

Paul R. Lovejoy, Esq.

Senior Vice President, General Counsel and Secretary

77 W. Wacker Drive, HDQLD

Chicago, Illinois 60601

(312) 997-8000

(Name and address, including zip code, and telephone number, including area code, of agent for services)

**Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of Registration Fee |
|---|------------------------------------|--|--|-----------------------------------|
| | 16,000,000 (1)(3) | \$13.90 (2) | \$222,400,000 (2) | \$8,740.32 |

Common Stock, \$.01 par
value per share

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement on Form S-8 (this Registration Statement) shall also cover any additional shares of Common Stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.

- (2) Estimated pursuant to Rules 457(c) and (h) under the Securities Act solely for purposes of calculating the amount of the registration fee, based upon the average of the

high and low
prices of the
registrant's
Common Stock
reported on The
NASDAQ
National Market
on May 13,
2008.

- (3) Represents
4,250,000
shares issuable
under the
United Airlines
Pilot Directed
Account Plan,
2,500,000
shares issuable
under the
United Airlines
Management
and
Administrative
401(k) Plan,
7,000,000
shares issuable
under the
United Airlines
Ground
Employee
401(k) Plan, and
2,250,000
shares issuable
under the
United Airlines
Flight Attendant
401(k) Plan.
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**REGISTRATION OF ADDITIONAL SECURITIES
INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE**

Pursuant to General Instruction E to Form S-8, UAL Corporation (the Company) hereby incorporates by reference into this Registration Statement the contents of the Form S-8 Registration Statement filed on behalf of the Company on March 1, 2006 (File. No. 333-132111), except to the extent otherwise updated or modified by this Registration Statement.

**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Item 2. Registrant Information and Employee Plan Annual Information

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in the Section 10(a) prospectus), other documents required to be delivered to eligible plan participants pursuant to Rule 428(b) of the Securities Act or additional information about the terms of the United Airlines Pilot Directed Account Plan, the United Airlines Management and Administrative 401(k) Plan, the United Airlines Ground Employee 401(k) Plan and the United Airlines Flight Attendant 401(k) Plan are available without charge by contacting:

Paul R. Lovejoy, Esq.
Senior Vice President, General Counsel and Secretary
UAL Corporation
77 W. Wacker Drive, HDQLD
Chicago, Illinois 60601
(312) 997-8000

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have been filed by UAL Corporation (the Company) with the Commission, are incorporated in this Registration Statement by reference:

(a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed on February 29, 2008;

(b) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008, filed on May 9, 2008;

(c) the Company's Current Reports on Form 8-K and Form 8-K/A (excluding any information furnished under Items 2.02 or 7.01 thereof), filed on January 4, 2008, February 22, 2008, May 7, 2008 and May 8, 2008; and

(d) the description of the Company's Common Stock, par value \$.01 per share, set forth in its Registration Statement on Form 8-A filed on February 1, 2006.

All documents subsequently filed by the Company or by the employee benefit plans described herein pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

See the accompanying Exhibit Index for a list of Exhibits to this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on May 16, 2008.

UAL CORPORATION

By: /s/ Frederic F. Brace

Name: Frederic F. Brace

Title: Executive Vice President and Chief
Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Glenn F. Tilton and Frederic F. Brace, and each or either of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 16, 2008.

| Signature | Title |
|------------------------|--|
| /s/ Glenn F. Tilton | Chairman of the Board of Directors, President and Chief Executive Officer |
| Glenn F. Tilton | (principal executive officer) |
| /s/ Frederic F. Brace | Executive Vice President and Chief Financial Officer |
| Frederic F. Brace | (principal financial and accounting officer) |
| /s/ Richard J. Almeida | Director |
| Richard J. Almeida | |
| /s/ Mary K. Bush | Director |
| Mary K. Bush | |
| /s/ Stephen R. Canale | Director |
| Stephen R. Canale | |

/s/ W. James Farrell

Director

W. James Farrell

/s/ Walter Isaacson

Director

Walter Isaacson

/s/ Robert D. Krebs

Director

Robert D. Krebs

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| Signature | Title |
|--|----------|
| /s/ Robert S. Miller, Jr. Robert S. Miller, Jr. | Director |
| /s/ James J. O Connor James J. O Connor | Director |
| /s/ David J. Vitale David J. Vitale | Director |
| /s/ John H. Walker John H. Walker | Director |
| /s/ Stephen A. Wallach Stephen A. Wallach | Director |

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EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 4.1 | Restated Certificate of UAL Corporation (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on February 1, 2006 (Commission File No. 1-06033)) |
| 4.2 | Amended and Restated Bylaws of UAL Corporation (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K, filed on February 1, 2006 (Commission File No. 1-06033)) |
| 23.1 | Consent of Deloitte & Touche LLP (filed herewith). |
| 24 | Power of Attorney (contained on the signature page to this Registration Statement). |